

Exhibit B
Certification of Nicholas Goldin

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*Counsel for the Board of Each of PG&E Corporation
and Pacific Gas and Electric Company and for
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case No.
19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**CERTIFICATION OF NICHOLAS GOLDIN
IN SUPPORT OF THIRD INTERIM
APPLICATION OF SIMPSON THACHER &
BARTLETT LLP FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF SEPTEMBER 1, 2019
THROUGH DECEMBER 31, 2019**

1 I, Nicholas Goldin, hereby certify that:

2 1. I am a partner with the applicant firm, Simpson Thacher & Bartlett LLP
3 (“**Simpson Thacher**”), and involved in Simpson Thacher’s representation of (i) the Board of
4 Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company
5 (the “**Debtors**”), as the Board may be constituted from time to time, and for the members of the
6 Board from time to time in their capacities as members of the Board, and (ii) certain current and
7 former independent directors in their individual capacities who serve or served as independent
8 directors prior to and/or as of the Petition Date (as defined below) (each an “**Independent**
9 **Director**” and collectively, the “**Independent Directors**”) in connection with the above-
10 referenced chapter 11 cases (the “**Chapter 11 Cases**”).

11 2. I am familiar with the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and*
12 *Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and*
13 *Reimbursement of Expenses of Professionals dated February 27, 2019* [Docket No. 701] (the
14 “**Interim Compensation Order**”), the *Guidelines for Compensation and Expense*
15 *Reimbursement of Professionals and Trustees for the Northern District of California effective*
16 *February 19, 2014* (the “**Local Guidelines**”), the *U.S. Trustee Guidelines for Reviewing*
17 *Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by*
18 *Attorneys in Larger Chapter 11 Cases, effective November 1, 2013* (the “**UST Guidelines**”), and
19 the *Revised Fee Examiner Protocol* dated October 24, 2019 [Docket No. 4473]] (as approved
20 and modified by the *Second Amended Order Granting Fee Examiner’s Motion to Approve Fee*
21 *Procedures*, dated January 30, 2020 [Docket No. 5572] (the “**Second Amended Fee Procedures**
22 **Order**”) (the “**Fee Examiner Protocol**,” and, together with the Local Guidelines, collectively,
23 the “**Fee Guidelines**”).

24 3. This Certification is made in connection with Simpson Thacher’s third
25 interim fee application, dated March 16, 2020 (the “**Application**”)¹ for allowance and payment

26 _____
27 ¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

1 of compensation and reimbursement of expenses for the period commencing September 1, 2019
2 through and including December 31, 2019 (the “**Compensation Period**”).

3 4. Pursuant to the Local Guidelines, I certify that:

4 a. I have read the Application

5 b. To the best of my knowledge, information and belief formed after
6 reasonable inquiry, except as set forth in the Application, the fees and
disbursements sought are consistent with the Fee Guidelines;

7 c. The fees and disbursements sought are billed at rates in accordance with
8 those generally charged by Simpson Thacher and generally accepted by
Simpson Thacher’s clients.

9 5. I certify that the Debtors, counsel for each of the Official Committees, and
10 the U.S. Trustee are each being provided with a copy of the Application in accordance with the
11 Interim Compensation Order.

12 6. Exhibit C to the Application compares the blended hourly rate billed by
13 attorneys and paraprofessionals in Simpson Thacher’s domestic offices to non-bankruptcy
14 matters during the preceding year on a rolling 12 months year ending December 31, 2019 with
15 blended hourly rate billed by attorneys and paraprofessionals to the Debtors in connection with
16 the Chapter 11 Cases during the Compensation Period. Simpson Thacher does not charge a
17 premium for bankruptcy related services as compared to other services.
18

19 7. Simpson Thacher responds to the questions identified in the UST
20 Guidelines as follows:
21

22 8. Question 1: Did Simpson Thacher agree to any variations from, or
23 alternatives to, Simpson Thacher's standard or customary billing rates, fees or terms for services
24 pertaining to this engagement that were provided during the Compensation Period? If so, please
25 explain.
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27
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- 1 a. Answer: Yes. By agreement with the Debtors, Simpson Thacher deferred
2 implementation of its normal step rate increases for attorneys advancing in
3 seniority, which increases customarily would have taken effect in
4 September. Instead, the billing rates for attorneys have remained
5 unchanged since Simpson Thacher's retention.
6

7 9. Question 2: If the fees sought in the Application as compared to the fees
8 budgeted for the time period covered by the Application are higher by 10% or more, did
9 Simpson Thacher discuss the reasons for the variation with the client?

- 10 a. Answer: The fees sought in the Application do not exceed by 10% or more
11 the aggregate fees budgeted for Simpson Thacher for the Compensation
12 Period.
13

14 10. Question 3: Have any of the professionals included in the Application
15 varied their hourly rate based on geographic location of the Chapter 11 Cases?

- 16 a. Answer: No.

17 11. Question 4: Does the Application include time or fees related to reviewing
18 or revising time records or preparing, reviewing or revising invoices? If so, please quantify by
19 hours and fees.
20

- 21 a. Answer: Yes. Simpson Thacher personnel have spent approximately 50
22 hours and \$58,000 in time and fees related to preparing, reviewing and/or
23 revising the time records or invoices for the period September 1 –
24 December 31, 2019.
25
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1 12. Question 5: Does the Application include time or fees for reviewing time
2 records to redact any privileged or other confidential information? If so, please quantify hours
3 and fees.

- 4 a. Answer: Yes. The time and fees related to reviewing for privileged or
5 confidential information is included in the amount of time and fees related
6 to preparing, reviewing and/or revising the time records or invoices
7 referenced in the Answer to Question 4.
8

9 13. Question 6. Does the Application include any rate increases since
10 Simpson Thacher's retention in this case? If so, did the client review and approve the rate
11 increases in advance? Did the client agree when retaining the law firm to accept all future rate
12 increases?

- 13 a. Answer. The Application does not include any rate increases since
14 Simpson Thacher's retention. The Debtors have been advised that
15 Simpson Thacher customarily increases its hourly rates in September each
16 year. However, as noted in the Answer to Question 1, such rate increases
17 were deferred and are therefore not reflected in this Application.
18
19

20 Dated: March 16, 2020
21 New York, New York

/s/ Nicholas Goldin
Nicholas Goldin